

# EXHIBIT 35

0110000

STAY IN THE FLOW OF YOUR SUCCESS

SYNCHRONISE YOUR BUSINESS WITH WIRECARD

ANNUAL REPORT 2015

00000001110001

# CONTENT

Letter from the CEO	6		
Report of the Supervisory Board	15		
Corporate governance report	20		
Wirecard stock	40		
<b>MANAGEMENT REPORT</b>	<b>46</b>	<b>CONSOLIDATED FINANCIAL STATEMENTS</b>	<b>150</b>
I. FOUNDATIONS OF THE GROUP	50	Consolidated balance sheet	152
1. Group structure, organisation and employees	50	Consolidated income statement	154
2. Business activities and products	60	Consolidated statement of comprehensive income	154
3. Corporate management, objectives and strategy	69	Consolidated statement of changes in equity	155
4. Research and development	76	Consolidated cash flow statement	156
5. Corporate governance statement pursuant to Section 289a of the German Commercial Code (HGB), remuneration report and takeover law disclosures	81	Consolidated cash flow from operating activities (adjusted)	157
II. ECONOMIC REPORT	84	Change in non-current assets	158
1. General conditions and business performance	84	Audit Opinion	260
2. Results of operations, financial position and net assets	93	Compliance statement	262
3. Report on events after the balance sheet date	104	Glossary	264
III. FORECAST AND REPORT ON OPPORTUNITIES AND RISKS	110	Imprint	270
1. Forecast	110		
2. Report on opportunities and risks	122		
3. Overall statement on the Group's expected development (outlook)	148		

## Wirecard stock

The German stock market improved considerably in 2015 compared to the previous year. Following annual growth of 2.7 percent in 2014, the leading German DAX index experienced growth of 9.6 percent in 2015. The 2015 stock market year was characterised by high volatility on the markets, which had doubled in relation to the DAX in comparison to the previous year.

The DAX reached its all-time high of 12,391 points on 10 April 2015, yet lost almost 3,000 points during the course of the year to September and stood at a year low of 9,325 points on 29 September. The DAX was able to recover again by the end of the year and closed at 10,743 points.

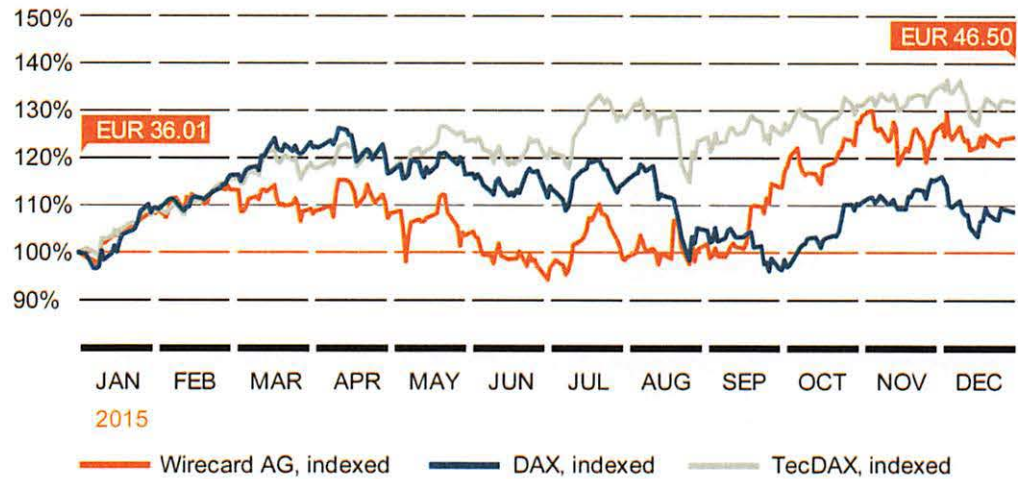
Similarly to its performance in the previous year, the TecDAX was again able to outperform the DAX in 2015 and improve even further on the very good performance in the previous year with growth of 33.5 percent (2014: 17.5 percent).

The shares of Wirecard AG were also unable to escape the volatility on the stock markets and their performance was characterised by strong fluctuations in the first nine months of 2015. Wirecard shares achieved a new all-time high of EUR 47.38 on 2 November 2015. Over the full 2015 fiscal year, the share price achieved a dividend yield of 27.6 percent with an increase of EUR 10.05 and was thus able to not only surpass its performance in the previous year (2014: 27.0 percent) but also to develop at a significantly stronger rate than the leading German DAX index. After taking into account the dividends paid out for the 2014 fiscal year of EUR 0.13 per share (2014: EUR 0.12), this resulted in a total shareholder return of 28.0 percent (2014: 27.4 percent).

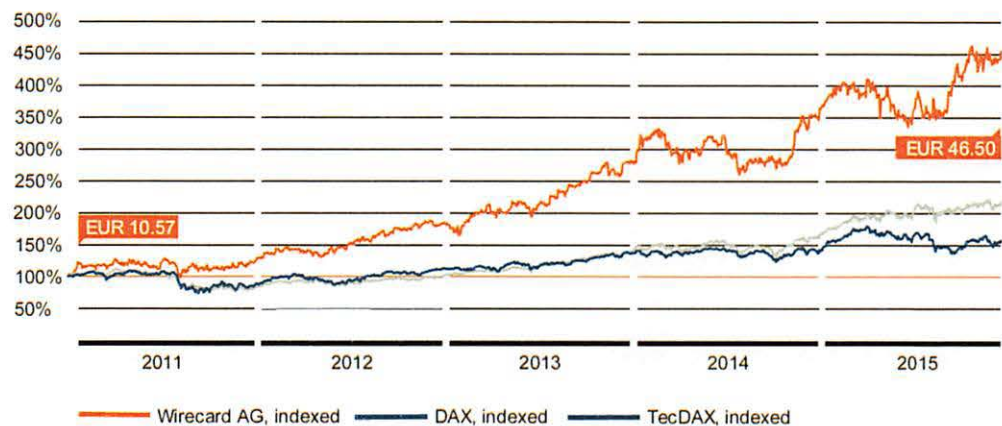
Furthermore, the liquidity of the stock, measured by its trading volume, also increased in comparison to the previous year. Around 133 million (2014: 115 million) shares were traded in total on the electronic XETRA trading platform. This corresponds to an average trading volume of 527 thousand (2014: 457 thousand) shares per day.

## TO OUR SHAREHOLDERS WIRECARD STOCK

## Annual development of the Wirecard stock



## Five-year trend of the Wirecard stock





### Dividends

The Management and Supervisory Boards will propose to this year's Annual General Meeting that a dividend of EUR 0.14 per share is paid to shareholders (2014: EUR 0.13). This corresponds to EUR 17,299,182 (2014: EUR 16,053,776.18).

### Performance in %

	1 year 2015	5 years 2011 – 2015	10 years 2006 – 2015
Wirecard AG (excluding dividend)	+27.6	+353.7	+182.7
DAX (performance-index)	+9.6	+55.4	+98.6
TecDAX (performance-index)	+33.5	+115.2	+206.9

### Capital measures during the year under review

A Stock Option Program (SOP) based on convertible bonds from 2004, which was already concluded in 2011, was utilised for the conversion of 75,000 shares in December 2015. As of the reporting date of 31 December 2015, there were a total of 123,565,586 Wirecard shares in circulation. The Company's subscribed capital as of 31 December 2015 amounted to EUR 123,565,586.00 and was divided into 123,565,586 no-par value bearer shares based on a notional share capital of EUR 1.00 per share.

### Annual General Meeting/dividend resolution

Wirecard AG's ordinary Annual General Meeting was held on 17 June 2015 at the Haus der Bayerischen Wirtschaft in Munich. Around 230 (2014: around 160) shareholders, shareholder representatives and guests participated in the Annual General Meeting. The share capital represented was 66.12 percent, which was around the same level as the previous year (2014: 67.27 percent), and was significantly higher than the average presence for TecDAX companies.

## TO OUR SHAREHOLDERS WIRECARD STOCK

All of the agenda items were passed with a large majority. In order to ensure that the Company can continue to respond flexibly to short-term funding requirements in connection with strategic decisions, the Annual General Meeting resolved the creation of new Authorised Capital 2015.

Further information and details about the Annual General Meeting are available on the Internet at the following address: [ir.wirecard.com/agm](http://ir.wirecard.com/agm)

## KPIs for Wirecard's shares

		2015	2014
Number of shares (31. Dec) – all dividend-entitled		123,565,586	123,490,586
Share capital (31 Dec)	kEUR	123,566	123,491
Market capitalisation (31 Dec)	Bn. EUR	5.75	4.50
Year-end price (31 Dec)	EUR	46.50	36.46
Year-high	EUR	47.38	36.46
Year-low	EUR	34.36	26.65
Earnings per share (basic)	EUR	1.16	0.89
Cash flow from operating activities (adjusted) per share	EUR	1.62	1.18
Earnings per share (diluted)	EUR	1.16	0.89
Shareholder's equity per share (basic)	EUR	10.36	8.69
Dividend per share	EUR	0.13	0.12
Total dividend payout	kEUR	16,054	14,819

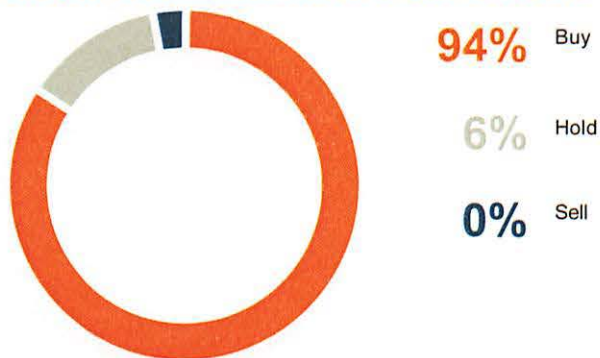
Price data: XETRA closing prices

### Investor Relations

In 2015, the main topics of communication with the capital markets included Wirecard's innovation and growth strategies. Alongside the organic growth of the Wirecard Group and the M&A activities in the past fiscal year, the focus was placed in particular on the acquisition of the payment business of the GI Retail Group in India and the sale of the membership shares in VISA Europe. The core business of the Company and also the mobile payment business area, which developed very positively with the marketing launch of Orange Cash and the release of boon, continued to be the focus of numerous discussions with analysts and investors. The Management Board and the Investor Relations department of Wirecard AG took part in numerous conferences and roadshows in both Germany and abroad during the year under review.

At the end of the period under review, a total of 22 analysts from renowned banks and independent research institutions were closely observing the Wirecard share.

### Analyst recommendations as of year-end 2015



Further information is available online at: [ir.wirecard.com](http://ir.wirecard.com)

### Shareholder structure

Most of the 93.6 percent free float as of 31 December 2015 continues to comprise institutional investors from the Anglo-American region and Europe.

### Other information

The Management and Supervisory Boards of Wirecard AG undertake to comply with the principles of the German Corporate Governance Code and endorse the principles of transparent and sustainable corporate governance. Special measures in this regard are the listing on the Prime Standard and reporting according to IAS/IFRS.



## TO OUR SHAREHOLDERS WIRECARD STOCK

## Basic information on Wirecard stock

Year established:	1999
Market segment:	Prime Standard
Index:	TecDAX
Type of equity:	No-par-value common bearer shares
Stock exchange ticker:	WDI; Reuters: WDIG.DE; Bloomberg: WDI GY
WKN:	747206
ISIN:	DE0007472060
Authorised capital, in number of shares:	123,565,586
Group accounting category:	exempting consolidated financial statements in accordance with IAS/IFRS
End of fiscal year:	31 December
Total share capital as of 31 December 2015	kEUR 123,566
Beginning of stock market listing:	25 October 2000
Management Board:	Dr. Markus Braun CEO, CTO
	Burkhard Ley CFO
	Jan Marsalek COO
Supervisory Board:	Wulf Matthias Chairman
	Alfons W. Henseler Deputy Chairman
	Stefan Klestil Member
Shareholder structure* as of 31 December 2015	
Shareholders holding more than 3% of voting rights*	6.4% MB Beteiligungsgesellschaft mbH
	94.0% free float (according to Deutsche Börse's definition) of which
	6.27% Jupiter Asset Management Ltd. (UK)
	5.02% Alken Luxembourg S.A. (LU)
	3.15% T. Rowe Price Group, Inc. (US)
	3.049% Comgest Global Investors S.A.S. (FR)
	3.03% Standard Life Investment Limited (UK)

\*Interests (rounded) according to last notification by investors (Section 26a WpHG)